



QUARTERLY STATEMENT

AS OF JUNE 30, 2014  
OF THE CONDITION AND AFFAIRS OF THE

Select Care Of Maine, Inc.

|                                       |                                    |                |   |            |   |            |
|---------------------------------------|------------------------------------|----------------|---|------------|---|------------|
| NAIC Group Code                       | 0953                               | 0953           | NAIC Company Code                           | 13627      | Employer's ID Number                                | 20-4156007 |
|                                       | (Current Period)                   | (Prior Period) |   |            |   |            |
| Organized under the Laws of           | Maine                              |                | State of Domicile or Port of Entry          | Maine      |   |            |
| Country of Domicile                   | United States                      |                |   |            |   |            |
| Licensed as business type:            | Life, Accident & Health [ ]        |                | Property/Casualty [ ]                       |            | Hospital, Medical & Dental Service or Indemnity [ ] |            |
|                                       | Dental Service Corporation [ ]     |                | Vision Service Corporation [ ]              |            | Health Maintenance Organization [ X ]               |            |
|                                       | Other [ ]                          |                |   |            | Is HMO Federally Qualified? Yes [ ] No [ X ]        |            |
| Incorporated/Organized                | 11/30/2005                         |                | Commenced Business                          | 04/02/2009 |   |            |
| Statutory Home Office                 | 4888 Loop Central Drive, Suite 700 |                | Houston, TX, US 77081                       |            |   |            |
|                                       | (Street and Number)                |                | (City or Town, State, Country and Zip Code) |            |   |            |
| Main Administrative Office            | 4888 Loop Central Drive, Suite 700 |                | Houston, TX, US 77081                       |            | 713-965-9444  |            |
|                                       | (Street and Number)                |                | (City or Town, State, Country and Zip Code) |            | (Area Code) (Telephone Number)                      |            |
| Mail Address                          | 4888 Loop Central Drive, Suite 700 |                | Houston, TX, US 77081                       |            |   |            |
|                                       | (Street and Number or P.O. Box)    |                | (City or Town, State, Country and Zip Code) |            |   |            |
| Primary Location of Books and Records | 4888 Loop Central Drive, Suite 700 |                | Houston, TX, US 77081                       |            | 713-770-1111  |            |
|                                       | (Street and Number)                |                | (City or Town, State, Country and Zip Code) |            | (Area Code) (Telephone Number)                      |            |
| Internet Web Site Address             | www.universalamerican.com          |                |   |            |   |            |
| Statutory Statement Contact           | Travis R. Christie                 |                | 713-770-1111                                |            |   |            |
|                                       | (Name)                             |                | (Area Code) (Telephone Number) (Extension)  |            |   |            |
|                                       | tchristie@universalamerican.com    |                | 713-770-1241                                |            |   |            |
|                                       | (E-Mail Address)                   |                | (FAX Number)                                |            |   |            |

OFFICERS

| Name                          | Title                    | Name                   | Title  |
|-------------------------------|--------------------------|------------------------|--|
| Theodore Marvin Carpenter Jr. | Executive Vice-President | Erin Grace Page        | President, CEO                                   |
| Robert Arthur Waegelein       | Exec. Vice-President     | Travis Robert Christie | Senior Vice-President, CFO, Secretary, Treasurer |

OTHER OFFICERS

|                       |                                |                     |                                   |
|-----------------------|--------------------------------|---------------------|-----------------------------------|
| Carl Lloyd Cochrane   | Vice President, Tax            | Chung-Shing Sya     | Vice President, Appointed Actuary |
| James Patrick McAleer | Vice-President. Finance        | David Robert Monroe | Sr. Vice-President, Finance       |
| Robert Michael Hayes  | Sr. Vice-President, Compliance | Steve Lamar Carlton | Asst Secretary                    |
| Paul David Jernigan   | Asst Secretary                 |                     |                                   |

DIRECTORS OR TRUSTEES

|                               |                        |                         |                 |
|-------------------------------|------------------------|-------------------------|-----------------|
| Theodore Marvin Carpenter Jr. | Travis Robert Christie | Robert Arthur Waegelein | Erin Grace Page |
|-------------------------------|------------------------|-------------------------|-----------------|

State of .....Texas.....  
County of .....Harris.....  
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The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

|   |  |  |
|---|--|--|
| Erin Grace Page<br>President, CEO                                       | Travis Robert Christie<br>Senior Vice-President, CFO, Secretary, Treasurer | a. Is this an original filing?<br>Yes [ X ] No [ ]   |
| Subscribed and sworn to before me this<br>_____ day of _____,<br>_____, |  | b. If no:<br>1. State the amendment number<br>2. Date filed<br>3. Number of pages attached |

ASSETS

|   | Current Statement Date |                             |   | 4<br><br>December 31<br>Prior Year Net<br>Admitted Assets |
|---|------------------------|-----------------------------|---|---|
|   | 1<br><br>Assets        | 2<br><br>Nonadmitted Assets | 3<br><br>Net Admitted Assets<br>(Cols. 1 - 2) |   |
| 1. Bonds .....  | 999,219                |                             | 999,219                                       | 998,926   |
| 2. Stocks:  |                        |                             |   |   |
| 2.1 Preferred stocks .....  |                        |                             | 0   | 0   |
| 2.2 Common stocks .....   |                        |                             | 0   | 0   |
| 3. Mortgage loans on real estate:   |                        |                             |   |   |
| 3.1 First liens .....   |                        |                             | 0   | 0   |
| 3.2 Other than first liens .....  |                        |                             | 0   | 0   |
| 4. Real estate:   |                        |                             |   |   |
| 4.1 Properties occupied by the company (less<br>\$ ..... encumbrances) .....  |                        |                             | 0   | 0   |
| 4.2 Properties held for the production of income<br>(less \$ ..... encumbrances) .....  |                        |                             | 0   | 0   |
| 4.3 Properties held for sale (less<br>\$ ..... encumbrances) .....  |                        |                             | 0   | 0   |
| 5. Cash (\$ .....0 ),<br>cash equivalents (\$ .....0 )<br>and short-term investments (\$ .....523,801 ) .....   | 523,802                |                             | 523,802                                       | 527,294   |
| 6. Contract loans (including \$ ..... premium notes) .....  |                        |                             | 0   | 0   |
| 7. Derivatives .....  |                        |                             | 0   | 0   |
| 8. Other invested assets .....  | 0                      |                             | 0   | 0   |
| 9. Receivables for securities .....   |                        |                             | 0   | 0   |
| 10. Securities lending reinvested collateral assets .....   |                        |                             | 0   | 0   |
| 11. Aggregate write-ins for invested assets .....   | 0                      | 0                           | 0   | 0   |
| 12. Subtotals, cash and invested assets (Lines 1 to 11) .....   | 1,523,021              | 0                           | 1,523,021                                     | 1,526,220   |
| 13. Title plants less \$ ..... charged off (for Title insurers<br>only) .....   |                        |                             | 0   | 0   |
| 14. Investment income due and accrued .....   | 421                    |                             | 421   | 428   |
| 15. Premiums and considerations:  |                        |                             |   |   |
| 15.1 Uncollected premiums and agents' balances in the course of<br>collection .....   |                        |                             | 0   | 0   |
| 15.2 Deferred premiums, agents' balances and installments booked but<br>deferred and not yet due (including \$ ..... earned<br>but unbilled premiums) ..... |                        |                             | 0   | 0   |
| 15.3 Accrued retrospective premiums .....   |                        |                             | 0   | 0   |
| 16. Reinsurance:  |                        |                             |   |   |
| 16.1 Amounts recoverable from reinsurers .....  |                        |                             | 0   | 0   |
| 16.2 Funds held by or deposited with reinsured companies .....  |                        |                             | 0   | 0   |
| 16.3 Other amounts receivable under reinsurance contracts .....   |                        |                             | 0   | 0   |
| 17. Amounts receivable relating to uninsured plans .....  |                        |                             | 0   | 0   |
| 18.1 Current federal and foreign income tax recoverable and interest thereon .....  | 503                    |                             | 503   | 36  |
| 18.2 Net deferred tax asset .....   | 396                    |                             | 396   | 0   |
| 19. Guaranty funds receivable or on deposit .....   |                        |                             | 0   | 0   |
| 20. Electronic data processing equipment and software .....   |                        |                             | 0   | 0   |
| 21. Furniture and equipment, including health care delivery assets<br>(\$ ..... ) .....   |                        |                             | 0   | 0   |
| 22. Net adjustment in assets and liabilities due to foreign exchange rates .....  |                        |                             | 0   | 0   |
| 23. Receivables from parent, subsidiaries and affiliates .....  |                        |                             | 0   | 0   |
| 24. Health care (\$ ..... ) and other amounts receivable .....  |                        |                             | 0   | 0   |
| 25. Aggregate write-ins for other-than-invested assets .....  | 0                      | 0                           | 0   | 0   |
| 26. Total assets excluding Separate Accounts, Segregated Accounts and<br>Protected Cell Accounts (Lines 12 to 25) .....                                     | 1,524,341              | 0                           | 1,524,341                                     | 1,526,684   |
| 27. From Separate Accounts, Segregated Accounts and Protected<br>Cell Accounts .....  |                        |                             | 0   | 0   |
| 28. Total (Lines 26 and 27) .....   | 1,524,341              | 0                           | 1,524,341                                     | 1,526,684   |
| DETAILS OF WRITE-INS  |                        |                             |   |   |
| 1101. ....  |                        |                             | 0   | 0   |
| 1102. ....  |                        |                             | 0   | 0   |
| 1103. ....  |                        |                             | 0   | 0   |
| 1198. Summary of remaining write-ins for Line 11 from overflow page .....   | 0                      | 0                           | 0   | 0   |
| 1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above) .....  | 0                      | 0                           | 0   | 0   |
| 2501. ....  |                        |                             | 0   | 0   |
| 2502. ....  |                        |                             | 0   | 0   |
| 2503. ....  |                        |                             | 0   | 0   |
| 2598. Summary of remaining write-ins for Line 25 from overflow page .....   | 0                      | 0                           | 0   | 0   |
| 2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above) .....  | 0                      | 0                           | 0   | 0   |

LIABILITIES, CAPITAL AND SURPLUS

|  | Current Period |                |            | Prior Year |
|--|----------------|----------------|------------|------------|
|  | 1<br>Covered   | 2<br>Uncovered | 3<br>Total | 4<br>Total |
| 1. Claims unpaid (less \$ ..... reinsurance ceded).....  |                |                | 0          | 0          |
| 2. Accrued medical incentive pool and bonus amounts .....  |                |                | 0          | 0          |
| 3. Unpaid claims adjustment expenses .....   |                |                | 0          | 0          |
| 4. Aggregate health policy reserves including the liability of<br>\$ ..... for medical loss ratio rebate per the Public Health<br>Service Act.....             |                |                | 0          | 0          |
| 5. Aggregate life policy reserves .....  |                |                | 0          | 0          |
| 6. Property/casualty unearned premium reserve .....  |                |                | 0          | 0          |
| 7. Aggregate health claim reserves .....   |                |                | 0          | 0          |
| 8. Premiums received in advance .....  |                |                | 0          | 0          |
| 9. General expenses due or accrued .....   |                |                | 0          | 0          |
| 10.1 Current federal and foreign income tax payable and interest thereon (including<br>\$ ..... on realized gains (losses)) .....                              |                |                | 0          | 0          |
| 10.2 Net deferred tax liability.....   |                |                | 0          | 35         |
| 11. Ceded reinsurance premiums payable .....   |                |                | 0          | 0          |
| 12. Amounts withheld or retained for the account of others .....   |                |                | 0          | 0          |
| 13. Remittances and items not allocated .....  |                |                | 0          | 0          |
| 14. Borrowed money (including \$ ..... current) and<br>interest thereon \$ ..... (including<br>\$ ..... current) .....   |                |                | 0          | 0          |
| 15. Amounts due to parent, subsidiaries and affiliates .....   |                | 4,032          | 4,032      | 4,673      |
| 16. Derivatives.....   |                |                | 0          | 0          |
| 17. Payable for securities .....   |                |                | 0          | 0          |
| 18. Payable for securities lending .....   |                |                | 0          | 0          |
| 19. Funds held under reinsurance treaties (with \$ .....<br>authorized reinsurers, \$ ..... unauthorized reinsurers<br>and \$ ..... certified reinsurers)..... |                |                | 0          | 0          |
| 20. Reinsurance in unauthorized and certified (\$ ..... )<br>companies .....   |                |                | 0          | 0          |
| 21. Net adjustments in assets and liabilities due to foreign exchange rates .....  |                |                | 0          | 0          |
| 22. Liability for amounts held under uninsured plans .....   |                |                | 0          | 0          |
| 23. Aggregate write-ins for other liabilities (including \$ .....<br>current) .....  | 0              | 0              | 0          | 0          |
| 24. Total liabilities (Lines 1 to 23).....   | 0              | 4,032          | 4,032      | 4,708      |
| 25. Aggregate write-ins for special surplus funds .....  | XXX            | XXX            | 0          | 0          |
| 26. Common capital stock .....   | XXX            | XXX            | 1,000      | 1,000      |
| 27. Preferred capital stock .....  | XXX            | XXX            |            | 0          |
| 28. Gross paid in and contributed surplus .....  | XXX            | XXX            | 1,519,000  | 1,519,000  |
| 29. Surplus notes .....  | XXX            | XXX            |            | 0          |
| 30. Aggregate write-ins for other-than-special surplus funds .....   | XXX            | XXX            | 0          | 0          |
| 31. Unassigned funds (surplus) .....   | XXX            | XXX            | 309        | 1,976      |
| 32. Less treasury stock, at cost:  |                |                |            |            |
| 32.1 ..... shares common (value included in Line 26<br>\$ ..... ) .....  | XXX            | XXX            |            | 0          |
| 32.2 ..... shares preferred (value included in Line 27<br>\$ ..... ) .....   | XXX            | XXX            |            | 0          |
| 33. Total capital and surplus (Lines 25 to 31 minus Line 32) .....   | XXX            | XXX            | 1,520,309  | 1,521,976  |
| 34. Total liabilities, capital and surplus (Lines 24 and 33)   | XXX            | XXX            | 1,524,341  | 1,526,684  |
| DETAILS OF WRITE-INS   |                |                |            |            |
| 2301. ....   |                |                | 0          | 0          |
| 2302. ....   |                |                | 0          | 0          |
| 2303. ....   |                |                | 0          | 0          |
| 2398. Summary of remaining write-ins for Line 23 from overflow page .....  | 0              | 0              | 0          | 0          |
| 2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)   | 0              | 0              | 0          | 0          |
| 2501. ....   | XXX            | XXX            |            | 0          |
| 2502. ....   | XXX            | XXX            |            | 0          |
| 2503. ....   | XXX            | XXX            |            | 0          |
| 2598. Summary of remaining write-ins for Line 25 from overflow page .....  | XXX            | XXX            | 0          | 0          |
| 2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)   | XXX            | XXX            | 0          | 0          |
| 3001. ....   | XXX            | XXX            |            | 0          |
| 3002. ....   | XXX            | XXX            |            | 0          |
| 3003. ....   | XXX            | XXX            |            | 0          |
| 3098. Summary of remaining write-ins for Line 30 from overflow page .....  | XXX            | XXX            | 0          | 0          |
| 3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)   | XXX            | XXX            | 0          | 0          |

STATEMENT OF REVENUE AND EXPENSES

|   | Current Year To Date |            | Prior Year To Date | Prior Year Ended<br>December 31 |
|---|----------------------|------------|--------------------|---------------------------------|
|   | 1<br>Uncovered       | 2<br>Total | 3<br>Total         | 4<br>Total                      |
| 1. Member Months.....   | XXX                  |            | .0                 | .0                              |
| 2. Net premium income (including \$ non-health premium income).....   | XXX                  |            | .0                 | .0                              |
| 3. Change in unearned premium reserves and reserve for rate credits .....   | XXX                  |            | .0                 | .0                              |
| 4. Fee-for-service (net of \$ medical expenses) .....   | XXX                  |            | .0                 | .0                              |
| 5. Risk revenue .....   | XXX                  |            | .0                 | .0                              |
| 6. Aggregate write-ins for other health care related revenues .....   | XXX                  | .0         | .0                 | .0                              |
| 7. Aggregate write-ins for other non-health revenues .....  | XXX                  | .0         | .0                 | .0                              |
| 8. Total revenues (Lines 2 to 7) .....  | XXX                  | .0         | .0                 | .0                              |
| <b>Hospital and Medical:</b>  |                      |            |                    |                                 |
| 9. Hospital/medical benefits .....  |                      |            | .0                 | .0                              |
| 10. Other professional services .....   |                      |            | .0                 | .0                              |
| 11. Outside referrals .....   |                      |            | .0                 | .0                              |
| 12. Emergency room and out-of-area .....  |                      |            | .0                 | .0                              |
| 13. Prescription drugs .....  |                      |            | .0                 | .0                              |
| 14. Aggregate write-ins for other hospital and medical.....   | .0                   | .0         | .0                 | .0                              |
| 15. Incentive pool, withhold adjustments and bonus amounts.....   |                      |            | .0                 | .0                              |
| 16. Subtotal (Lines 9 to 15) .....  | .0                   | .0         | .0                 | .0                              |
| <b>Less:</b>  |                      |            |                    |                                 |
| 17. Net reinsurance recoveries .....  |                      |            | .0                 | .0                              |
| 18. Total hospital and medical (Lines 16 minus 17) .....  | .0                   | .0         | .0                 | .0                              |
| 19. Non-health claims (net).....  |                      |            | .0                 | .0                              |
| 20. Claims adjustment expenses, including \$ cost containment expenses.....   |                      |            | .0                 | .0                              |
| 21. General administrative expenses.....  | 3,036                | 3,036      | 247                | 247                             |
| 22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....          |                      |            | .0                 | .0                              |
| 23. Total underwriting deductions (Lines 18 through 22) .....   | 3,036                | 3,036      | 247                | 247                             |
| 24. Net underwriting gain or (loss) (Lines 8 minus 23) .....  | XXX                  | (3,036)    | (247)              | (247)                           |
| 25. Net investment income earned .....  | 472                  | 472        | 223                | 277                             |
| 26. Net realized capital gains (losses) less capital gains tax of \$ .....  |                      |            | .0                 | .0                              |
| 27. Net investment gains (losses) (Lines 25 plus 26) .....  | 472                  | 472        | 223                | 277                             |
| 28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ ) (amount charged off \$ )] .....         |                      |            | .0                 | .0                              |
| 29. Aggregate write-ins for other income or expenses .....  | .0                   | .0         | .0                 | .0                              |
| 30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29) ..... | XXX                  | (2,564)    | (24)               | 30                              |
| 31. Federal and foreign income taxes incurred .....   | XXX                  | (467)      | (9)                | (23)                            |
| 32. Net income (loss) (Lines 30 minus 31) .....   | XXX                  | (2,097)    | (15)               | 53                              |
| <b>DETAILS OF WRITE-INS</b>   |                      |            |                    |                                 |
| 0601. ....  | XXX                  |            | .0                 | .0                              |
| 0602. ....  | XXX                  |            | .0                 | .0                              |
| 0603. ....  | XXX                  |            | .0                 | .0                              |
| 0698. Summary of remaining write-ins for Line 6 from overflow page .....  | XXX                  | .0         | .0                 | .0                              |
| 0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above) .....   | XXX                  | 0          | 0                  | 0                               |
| 0701. ....  | XXX                  |            | .0                 | .0                              |
| 0702. ....  | XXX                  |            | .0                 | .0                              |
| 0703. ....  | XXX                  |            | .0                 | .0                              |
| 0798. Summary of remaining write-ins for Line 7 from overflow page .....  | XXX                  | .0         | .0                 | .0                              |
| 0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above) .....   | XXX                  | 0          | 0                  | 0                               |
| 1401. ....  |                      |            | .0                 | .0                              |
| 1402. ....  |                      |            | .0                 | .0                              |
| 1403. ....  |                      |            | .0                 | .0                              |
| 1498. Summary of remaining write-ins for Line 14 from overflow page .....   | .0                   | .0         | .0                 | .0                              |
| 1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above) .....  | 0                    | 0          | 0                  | 0                               |
| 2901. ....  |                      |            | .0                 | .0                              |
| 2902. ....  |                      |            | .0                 | .0                              |
| 2903. ....  |                      |            | .0                 | .0                              |
| 2998. Summary of remaining write-ins for Line 29 from overflow page .....   | .0                   | .0         | .0                 | .0                              |
| 2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above) .....  | 0                    | 0          | 0                  | 0                               |

STATEMENT OF REVENUE AND EXPENSES (Continued)

|  | 1                       | 2                     | 3                                  |
|--|-------------------------|-----------------------|------------------------------------|
|  | Current Year<br>To Date | Prior Year<br>To Date | Prior Year<br>Ended<br>December 31 |
| <b>CAPITAL &amp; SURPLUS ACCOUNT</b>   |                         |                       |                                    |
| 33. Capital and surplus prior reporting year.....                                      | 1,521,975               | 1,521,957             | 1,521,957                          |
| 34. Net income or (loss) from Line 32 .....  | (2,097)                 | (15)                  | .53                                |
| 35. Change in valuation basis of aggregate policy and claim reserves .....             |                         | .0                    | .0                                 |
| 36. Change in net unrealized capital gains (losses) less capital gains tax of \$ ..... |                         | .0                    | .0                                 |
| 37. Change in net unrealized foreign exchange capital gain or (loss) .....             |                         | .0                    | .0                                 |
| 38. Change in net deferred income tax .....  | .431                    | (2)                   | (35)                               |
| 39. Change in nonadmitted assets .....   |                         | .0                    | .0                                 |
| 40. Change in unauthorized and certified reinsurance .....                             | .0                      | .0                    | .0                                 |
| 41. Change in treasury stock .....   |                         | .0                    | .0                                 |
| 42. Change in surplus notes .....  | .0                      | .0                    | .0                                 |
| 43. Cumulative effect of changes in accounting principles .....                        |                         | .0                    | .0                                 |
| 44. Capital Changes:   |                         |                       |                                    |
| 44.1 Paid in .....   |                         | .0                    | .0                                 |
| 44.2 Transferred from surplus (Stock Dividend) .....                                   |                         | .0                    | .0                                 |
| 44.3 Transferred to surplus .....  |                         | .0                    | .0                                 |
| 45. Surplus adjustments:   |                         |                       |                                    |
| 45.1 Paid in .....   |                         | .0                    | .0                                 |
| 45.2 Transferred to capital (Stock Dividend) .....                                     | .0                      | .0                    | .0                                 |
| 45.3 Transferred from capital .....  |                         | .0                    | .0                                 |
| 46. Dividends to stockholders .....  |                         | .0                    | .0                                 |
| 47. Aggregate write-ins for gains or (losses) in surplus .....                         | .0                      | .0                    | .0                                 |
| 48. Net change in capital and surplus (Lines 34 to 47) .....                           | (1,666)                 | (17)                  | .18                                |
| 49. Capital and surplus end of reporting period (Line 33 plus 48)                      | 1,520,309               | 1,521,940             | 1,521,975                          |
| <b>DETAILS OF WRITE-INS</b>  |                         |                       |                                    |
| 4701. ....   |                         | .0                    | .0                                 |
| 4702. ....   |                         | .0                    | .0                                 |
| 4703. ....   |                         | .0                    | .0                                 |
| 4798. Summary of remaining write-ins for Line 47 from overflow page .....              | .0                      | .0                    | .0                                 |
| 4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)                       | .0                      | .0                    | .0                                 |

CASH FLOW

|  | 1<br>Current Year<br>To Date | 2<br>Prior Year<br>To Date | 3<br>Prior Year Ended<br>December 31 |
|--|------------------------------|----------------------------|--------------------------------------|
| <b>Cash from Operations</b>  |                              |                            |                                      |
| 1. Premiums collected net of reinsurance.....  | 0                            | 0                          | 0                                    |
| 2. Net investment income .....   | 186                          | 230                        | 179                                  |
| 3. Miscellaneous income .....  | 0                            | 0                          | 0                                    |
| 4. Total (Lines 1 to 3) .....  | 186                          | 230                        | 179                                  |
| 5. Benefit and loss related payments .....   | 0                            | 0                          | 0                                    |
| 6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....                               | 0                            | 0                          | 0                                    |
| 7. Commissions, expenses paid and aggregate write-ins for deductions .....   | 3,036                        | 247                        | 247                                  |
| 8. Dividends paid to policyholders .....   | 0                            | 0                          | 0                                    |
| 9. Federal and foreign income taxes paid (recovered) net of \$ ..... tax on capital<br>gains (losses).....                 | 0                            | 0                          | 1,065                                |
| 10. Total (Lines 5 through 9) .....  | 3,036                        | 247                        | 1,312                                |
| 11. Net cash from operations (Line 4 minus Line 10) .....  | (2,850)                      | (17)                       | (1,133)                              |
| <b>Cash from Investments</b>   |                              |                            |                                      |
| 12. Proceeds from investments sold, matured or repaid:   |                              |                            |                                      |
| 12.1 Bonds .....   | 0                            | 0                          | 1,000,000                            |
| 12.2 Stocks .....  | 0                            | 0                          | 0                                    |
| 12.3 Mortgage loans .....  | 0                            | 0                          | 0                                    |
| 12.4 Real estate .....   | 0                            | 0                          | 0                                    |
| 12.5 Other invested assets .....   | 0                            | 0                          | 0                                    |
| 12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....                                      | 0                            | 0                          | 0                                    |
| 12.7 Miscellaneous proceeds .....  | 0                            | 0                          | 0                                    |
| 12.8 Total investment proceeds (Lines 12.1 to 12.7) .....  | 0                            | 0                          | 1,000,000                            |
| 13. Cost of investments acquired (long-term only):   |                              |                            |                                      |
| 13.1 Bonds .....   | 0                            | 0                          | 998,828                              |
| 13.2 Stocks .....  | 0                            | 0                          | 0                                    |
| 13.3 Mortgage loans .....  | 0                            | 0                          | 0                                    |
| 13.4 Real estate .....   | 0                            | 0                          | 0                                    |
| 13.5 Other invested assets .....   | 0                            | 0                          | 0                                    |
| 13.6 Miscellaneous applications .....  | 0                            | 0                          | 0                                    |
| 13.7 Total investments acquired (Lines 13.1 to 13.6) .....   | 0                            | 0                          | 998,828                              |
| 14. Net increase (or decrease) in contract loans and premium notes .....   | 0                            | 0                          | 0                                    |
| 15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....  | 0                            | 0                          | 1,172                                |
| <b>Cash from Financing and Miscellaneous Sources</b>   |                              |                            |                                      |
| 16. Cash provided (applied):   |                              |                            |                                      |
| 16.1 Surplus notes, capital notes .....  | 0                            | 0                          | 0                                    |
| 16.2 Capital and paid in surplus, less treasury stock.....   | 0                            | 0                          | 0                                    |
| 16.3 Borrowed funds .....  | 0                            | 0                          | 0                                    |
| 16.4 Net deposits on deposit-type contracts and other insurance liabilities .....  | 0                            | 0                          | 0                                    |
| 16.5 Dividends to stockholders .....   | 0                            | 0                          | 0                                    |
| 16.6 Other cash provided (applied).....  | (642)                        | 1,214                      | 2,451                                |
| 17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5<br>plus Line 16.6)..... | (642)                        | 1,214                      | 2,451                                |
| <b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>   |                              |                            |                                      |
| 18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....                  | (3,492)                      | 1,197                      | 2,490                                |
| 19. Cash, cash equivalents and short-term investments:   |                              |                            |                                      |
| 19.1 Beginning of year.....  | 527,294                      | 524,804                    | 524,804                              |
| 19.2 End of period (Line 18 plus Line 19.1) .....  | 523,802                      | 526,001                    | 527,294                              |

Prem., Enrollment

NONE

Claims Unpaid

NONE

Underwriting and Investment Exhibit

NONE

## NOTES TO FINANCIAL STATEMENTS

### **Note 1 - Summary of Significant Accounting Policies**

#### Accounting Practices

This statement has been completed in accordance with NAIC Accounting Practices and Procedures Manual except to the extent that state law differs. The Company has no current practices that differ between state law and NAIC practices and procedures.

#### Use of Estimates in the Preparation of the Financial Statements

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

#### Accounting Policy

*Revenue Recognition* - Premiums are recorded as revenue in the month for which members are entitled to service. Premiums collected in advance are deferred.

In addition, the Company uses the following accounting policies:

- (1) Short-term investments are stated at amortized cost.
- (2) Bonds not backed by other loans are stated at amortized cost.
- (3) The Company has no investment in common stock.
- (4) The Company has no investment in preferred stock.
- (5) The Company has no mortgage loans.
- (6) Loan-backed securities are recorded as stated in Note 5D.
- (7) The Company has no investment in subsidiaries, controlled or affiliated companies.
- (8) The Company has no investment in joint ventures, partnerships and limited liability companies.
- (9) The Company has no investment in derivatives.
- (10) The Company does not use investment income as a factor in calculating premium deficiency reserve.
- (11) Unpaid losses and loss adjustment expenses include an amount determined from individual case estimates and loss reports and an amount, based on past experience, for losses incurred but not reported. Such liabilities are necessarily based on assumptions and estimates and while management believes the amount is adequate, the ultimate liability may be in excess or less than the amount provided. The methods for making such estimates and for establishing the resulting liability are continually reviewed and any adjustments are reflected in the period determined.
- (12) The Company has not modified its capitalization policy from the prior period.
- (13) Pharmaceutical rebate receivables are calculated by using the bid projection for the first portion of the year until more information has been provided by the pharmacy benefits manager, at which time the historical rate is used to calculate the receivable.

### **Note 2 - Accounting Changes and Corrections of Errors**

No significant change.

### **Note 3 - Business Combinations and Goodwill**

No significant change.

### **Note 4 - Discontinued Operations**

No significant change.

### **Note 5 - Investments**

- A. Mortgage Loans, including Mezzanine Real Estate Loans.  
Not applicable.
- B. Debt Restructuring  
Not applicable.



NOTES TO FINANCIAL STATEMENTS

C. Reverse Mortgages

Not applicable.

D. Loan-Backed Securities

(1) Description of sources used to determine prepayment assumptions.

Prepayment assumptions come from Broker-dealer survey

2. All securities within the scope of this statement with a recognized other-than-temporary impairment, disclosed in the aggregate, classified on the basis for the other-than-temporary impairment:

|  | (1)<br>Amortized Cost<br>Basis Before<br>OTTI | (2)<br>Other-than-Temporary<br>Impairment Recognized in<br>Loss |                      | (3)<br>Fair Value<br>1- (2a+2b) |
|--|---|---|----------------------|---------------------------------|
|  |   | (2a)<br>Interest  | (2b)<br>Non-Interest |                                 |
| OTTI recognized 1st Quarter:   |   |   |                      |                                 |
| a. Intent to Sell  | \$ -  | \$ -  |                      | -                               |
| b. Inability or lack of intent to retain the investment in the security<br>for a period of time sufficient to recover the amortized cost basis | \$ -  | \$ -  |                      | -                               |
| c. Total 1st Quarter   | \$ -  | \$ -  |                      | -                               |
| OTTI recognized 2nd Quarter:   |   |   |                      |                                 |
| d. Intent to Sell  | \$ -  | \$ -  |                      | -                               |
| e. Inability or lack of intent to retain the investment in the security<br>for a period of time sufficient to recover the amortized cost basis | \$ -  | \$ -  |                      | -                               |
| f. Total 2nd Quarter   | \$ -  | \$ -  |                      | -                               |
| OTTI recognized 3rd Quarter:   |   |   |                      |                                 |
| g. Intent to Sell  | \$ -  | \$ -  |                      | -                               |
| h. Inability or lack of intent to retain the investment in the security<br>for a period of time sufficient to recover the amortized cost basis | \$ -  | \$ -  |                      | -                               |
| i. Total 3rd Quarter   | \$ -  | \$ -  |                      | -                               |
| OTTI recognized 4th Quarter:   |   |   |                      |                                 |
| j. Intent to Sell  | \$ -  | \$ -  |                      | -                               |
| k. Inability or lack of intent to retain the investment in the security<br>for a period of time sufficient to recover the amortized cost basis | \$ -  | \$ -  | \$ -                 | -                               |
| l. Total 4th Quarter   | \$ -  | \$ -  | \$ -                 | -                               |
| m. Annual Aggregate Total  |   | \$ -  | \$ -                 |                                 |

3. For each security, by CUSIP, with a recognized other-than-temporary impairment, currently held by the Company, as the present value of cash flows expected to be collected is less than the amortized cost basis of the securities:

4. All impaired securities (fair value is less than cost or amortized cost) for which an other-than-tempory impairment has not been recognized in earnings as a realized loss (including securities with a recognized other-than-temporary impairment for non-interest related declines when a non-recognized interest related impairment remains):

a. The aggregate amount of unrealized losses:

NOTES TO FINANCIAL STATEMENTS

|   |      |
|---|------|
| 1. Less than 12 Months  | \$ - |
| 2. 12 Months or Longer  | \$ - |
| b. The aggregate related fair value of securities with unrealized losses: |      |
| 1. Less than 12 Months  | \$ - |
| 2. 12 Months or Longer  | \$ - |

5. There are a number of factors that are considered in determining if there is not an other-than-temporary impairment on an investment, including but not limited to, debt burden, credit ratings, sector, liquidity, financial flexibility, company management, expected earnings and cash flow stream, and economic prospects associated with the investment.

E. Repurchase Agreements

Not applicable.

F. Real Estate

Not applicable.

G. Investments in low-income housing tax credits ("LIHTC")

Not applicable.

H.

| Restricted Asset Category             | Gross Restricted   |                                 |  |   |                  |                       |                                | 8                                      | Percent age                       |  |
|---------------------------------------|--|---------------------------------|--|---|------------------|-----------------------|--------------------------------|--|-----------------------------------|--|
|                                       | Current Year   |                                 |  |   |                  | 6                     | 7                              |  | 9                                 | 10                                       |
|                                       | 1  | 2                               | 3  | 4                                       | 5                |                       |                                |  |                                   |  |
| 05H-1                                 | Total General Account (G/A)  | G/A Supporting S/A Activity (a) | Total Separate Account (S/A) Restricted Assets | S/A Assets Supporti ng G/A Activity (b) | Total (1 plus 3) | Total From Prior Year | Increase/ Decrease (5 minus 6) | Total Current Year Admitted Restricted | Gross Restrict ed to Total Assets | Admitte Restrict d to Tot Admitte Assets |
| Restricted Assets (Including Pledged) |  |                                 |  |   |                  |                       |                                |  |                                   |  |
| a.                                    | Subject to contractual obligation for which liability is not shown         |                                 |  |   | -                |                       |                                | -                                      |                                   |  |
| b.                                    | Collateral held under security lending agreements                          |                                 |  |   | -                |                       |                                | -                                      |                                   |  |
| c.                                    | Subject to repurchase agreements   |                                 |  |   | -                |                       |                                | -                                      |                                   |  |
| d.                                    | Subject to reverse repurchse agreements                                    |                                 |  |   | -                |                       |                                | -                                      |                                   |  |
| e.                                    | Subject to dollar repurchase agreements                                    |                                 |  |   | -                |                       |                                | -                                      |                                   |  |
| f.                                    | Subject to dollar reverse repurchase agreements                            |                                 |  |   | -                |                       |                                | -                                      |                                   |  |
| g.                                    | Placed under option contracts  |                                 |  |   | -                |                       |                                | -                                      |                                   |  |
| h.                                    | Letter stock or securities restricted as to sale                           |                                 |  |   | -                |                       |                                | -                                      |                                   |  |
| i.                                    | On deposit with states   |                                 |  |   | -                |                       |                                | 32                                     |                                   |  |
|                                       | 109,914  |                                 |  |   | 109,914          | 109,882               |                                |  | 109,914                           |  |
| j.                                    | On deposit with other regulatory bodies                                    |                                 |  |   | -                |                       |                                | -                                      |                                   |  |
| k.                                    | Pledged as collateral to FHM (including assets backing funding agreements) |                                 |  |   | -                |                       |                                | -                                      |                                   |  |
| l.                                    | Pledged as collateral not captured in other categories                     | -                               |  |   | -                | -                     |                                | -                                      |                                   |  |
| m.                                    | Other restricted assets  |                                 |  |   | -                |                       |                                | -                                      |                                   |  |
| n.                                    | Total Restricted Assets  | 109,914                         | -  | -                                       | -                | 109,914               | 109,882                        | 32                                     | 109,914                           |  |

| Detail of Assets | Gross Restrict ed |  |  |  |  |   |   | 8 | Percen tage |    |
|------------------|-------------------|--|--|--|--|---|---|---|-------------|----|
|                  | Current           |  |  |  |  | 6 | 7 |   | 9           | 10 |

NOTES TO FINANCIAL STATEMENTS

| Pledged as Collateral                 | Year                        |                                 |   |   |                  |                       |                                |   |                                   |  |
|---------------------------------------|-----------------------------|---------------------------------|---|---|------------------|-----------------------|--------------------------------|---|-----------------------------------|--|
|                                       | 1                           | 2                               | 3   | 4                                       | 5                |                       |                                |   |                                   |  |
| 05H-2                                 | Total General Account (G/A) | G/A Supporting S/A Activity (a) | Total Separate Account (S/A) Restrict ed Assets | S/A Assets Supporti ng G/A Activity (b) | Total (1 plus 3) | Total From Prior Year | Increase/ Decrease (5 minus 6) | Total Current Year Admitted Restrict ed | Gross Restrict ed to Total Assets | Admit d Restrict ed to Total Admit d Asset |
| Description of Assets                 |                             |                                 |   |   |                  |                       |                                |   |                                   |  |
| Bonds                                 |                             |                                 |   |   |                  |                       |                                |   |                                   |  |
|                                       | 109,914                     | -                               | -   | -                                       | 109,914          | 109,882               | 32                             | 109,914                                 |                                   |  |
|                                       |                             |                                 |   |   |                  |                       |                                |   |                                   |  |
| Detail of Other Restricted Assets     | Gross Restrict ed           |                                 |   |   |                  |                       |                                |   | Per cen tage                      |  |
|                                       | Current Year                |                                 |   |   |                  | 6                     | 7                              | 8                                       | 9                                 | 10   |
|                                       | 1                           | 2                               | 3   | 4                                       | 5                |                       |                                |   |                                   |  |
| 05H-3                                 | Total General Account (G/A) | G/A Supporting S/A Activity (a) | Total Separate Account (S/A) Restrict ed Assets | S/A Assets Supporti ng G/A Activity (b) | Total (1 plus 3) | Total From Prior Year | Increase/ Decrease (5 minus 6) | Total Current Year Admitted Restrict ed | Gross Restrict ed to Total Assets | Adm e Restr ed To Adm e Ass                |
| Restricted Assets (Including Pledged) |                             |                                 |   |   |                  |                       |                                |   |                                   |  |
| NONE                                  |                             |                                 |   |   |                  |                       |                                |   |                                   |  |

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

Note 7 - Investment Income

No significant change.

Note 8 - Derivative Instruments

No significant change.

Note 9 - Income Taxes

No significant change.

Note 10 - Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

- A, B, C. In 2014, the Company did not have any material transfers of assets to affiliates.
- D. The company had \$0 due from affiliates and \$4,032 payable to affiliates as of June 30, 2014. Payment terms require the settlement of these funds within 30 days.
- E. The Company does not have guarantees or undertakings for the benefit of an affiliate or related party that would result in a material contingent exposure of the reporting entity’s or any related party’s assets or liabilities.
- F. Not applicable.

## NOTES TO FINANCIAL STATEMENTS

- G. All outstanding shares of the Company are owned by its direct parent, Heritage Health Systems, Inc., a subsidiary of Universal American Corp. The Company is a member of a holding company system.
- H. The Company does not own any shares of stock, either directly or indirectly, of its direct or ultimate parent companies.
- I, J. The Company does not have any investment in subsidiaries, controlled or affiliated entities, nor did it recognize any impairment write-downs thereof.
- K. Not applicable.
- L. Not applicable.

### **Note 11 - Debt**

No significant change.

### **Note 12 - Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans**

No significant change.

### **Note 13 - Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations**

1. The Company's capital is common stock, 1,000 shares authorized, issued and outstanding, \$1.00 per share par value.
2. The Company has no Preferred Stock.
3. Without prior approval of its domiciliary commissioner, dividends to shareholders are not allowed by the laws of the Company's state of domicile based on restrictions relating to statutory surplus.
4. No dividend has been paid in 2014 or 2013.
5. Other than noted in 3 above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.
6. There were no restrictions placed on the Company's surplus, including for whom the surplus is being held.
7. Not applicable.
8. The Company is not holding any of its own stock or stock of affiliated companies for special purposes.
9. The Company has recorded no Special Surplus Funds in 2013 and 2014, for the additional admitted assets resulting from the adoption of SSAP 10R, as indicated in Note 2.B.
10. The portion of unassigned funds (surplus) that is represented by non-admitted assets was \$0 at both June 30, 2014 and December 31, 2013.
11. The Company has no surplus notes outstanding.
12. Not applicable.
13. Not applicable.

### **Note 14 - Contingencies**

No significant change.

### **Note 15 - Leases**

No significant change.

### **Note 16 - Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk**

No significant change.

### **Note 17 - Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities**

The Company has no wash sales

### **Note 18 - Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans**

NOTES TO FINANCIAL STATEMENTS

No significant change.

Note 19 - Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

No significant change.

Note 20 - Fair Value Measurements

20.A.1  
(1)

|             | (2)     | (3)     | (4)     | (5)   |
|-------------|---------|---------|---------|-------|
| Description | Level 1 | Level 2 | Level 3 | Total |

a. Assets at fair value

|                                     |      |              |      |              |
|-------------------------------------|------|--------------|------|--------------|
| Perpetual Preferred stock           |      |              |      |              |
| Industrial and Misc (Pref Stk)      | 0.00 | 0.00         | 0.00 | 0.00         |
| Parent, Subsidiaries and Affiliates | 0.00 | 0.00         | 0.00 | 0.00         |
| Total Pepetual Preferred Stocks     | 0.00 | 0.00         | 0.00 | 0.00         |
| Bonds                               |      |              |      |              |
| U.S. Government                     | 0.00 | 1,000,820.01 | 0.00 | 1,000,820.01 |
| Industrial & Misc                   | 0.00 | 0.00         | 0.00 | 0.00         |
| Hybrid Securities                   | 0.00 | 0.00         | 0.00 | 0.00         |
| Parent, Subsidiaries and Affiliates | 0.00 | 0.00         | 0.00 | 0.00         |
| Total Bonds                         | 0.00 | 1,000,820.01 | 0.00 | 1,000,820.01 |
| Common Stock                        |      |              |      |              |
| Industrial and Misc                 | 0.00 | 0.00         | 0.00 | 0.00         |
| Parent, Subsidiaries and Affiliates | 0.00 | 0.00         | 0.00 | 0.00         |
| Total Common Stocks                 | 0.00 | 0.00         | 0.00 | 0.00         |
| Derivative assets                   |      |              |      |              |
| Interest rate contracts             | 0.00 | 0.00         | 0.00 | 0.00         |
| Foreign exchange contracts          | 0.00 | 0.00         | 0.00 | 0.00         |
| Credit contracts                    | 0.00 | 0.00         | 0.00 | 0.00         |
| Commodity futures contracts         | 0.00 | 0.00         | 0.00 | 0.00         |
| Commodity forward contracts         | 0.00 | 0.00         | 0.00 | 0.00         |
| Total Derivatives                   | 0.00 | 0.00         | 0.00 | 0.00         |
| Separate account assets             | 0.00 | 0.00         | 0.00 | 0.00         |
| Total assets at fair value          | 0.00 | 1,000,820.01 | 0.00 | 1,000,820.01 |

20.A.2

|             | (1)<br>Balance at<br>01/01/2014 | (2)<br>Transfer<br>in Level 3 | (3)<br>Transfer<br>out of<br>Level 3 | (4)<br>Total gains<br>and (losses)<br>include din<br>the Net<br>Income | (5)<br>Total gains<br>and<br>(losses)<br>included in<br>Surplus | (6)<br>Purchases | (6)<br>Issuances | (6)<br>Sales | (6)<br>Settlements | (7)<br>Balanc<br>at<br>6/30/20 |
|-------------|---------------------------------|-------------------------------|--------------------------------------|--|---|------------------|------------------|--------------|--------------------|--------------------------------|
| RMBS        | 0.00                            | 0.00                          | 0.00                                 | 0.00   | 0.00  | 0.00             | 0.00             | 0.00         | 0.00               | 0.00                           |
| CMBS        | 0.00                            | 0.00                          | 0.00                                 | 0.00   | 0.00  | 0.00             | 0.00             | 0.00         | 0.00               | 0.00                           |
| Derivatives | 0.00                            | 0.00                          | 0.00                                 | 0.00   | 0.00  | 0.00             | 0.00             | 0.00         | 0.00               | 0.00                           |
| Assets      |                                 |                               |                                      |  |   |                  |                  |              |                    |                                |
| Derivatives | 0.00                            | 0.00                          | 0.00                                 | 0.00   | 0.00  | 0.00             | 0.00             | 0.00         | 0.00               | 0.00                           |
| Liabilities |                                 |                               |                                      |  |   |                  |                  |              |                    |                                |

NOTES TO FINANCIAL STATEMENTS

|       |      |      |      |      |      |      |      |      |      |      |
|-------|------|------|------|------|------|------|------|------|------|------|
| Other | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Total | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |

20.A.3  
Not applicable.

20.A.4  
For level 2 securities, the company uses a 3rd party pricing service.

20.B  
None.

20.C

|             |
|-------------|
| Carry Value |
|-------------|

| Type of Financial Instrument | Aggregate Fair Value | Admitted Assets | (Level 1) | (Level 2)  | (Level 3) | Not Practicable (Carrying Value) |
|------------------------------|----------------------|-----------------|-----------|------------|-----------|----------------------------------|
| Bonds                        | 1,000,820.01         | 999,218.55      | 0.00      | 999,218.55 | 0.00      | \$ -                             |
| Common Stock                 | 0.00                 | 0.00            | 0.00      | 0.00       | 0.00      | -                                |
| Perpetual Preferred Stock    | 0.00                 | 0.00            | 0.00      | 0.00       | 0.00      | -                                |
| Other Invested Assets        | 0.00                 | 0.00            | 0.00      | 0.00       | 0.00      | -                                |

20.D - Securities for which FV couldn't be determined  
None

Note 21 - Other Items

- A. Extraordinary Items - Not applicable.
- B. Troubled Debt Restructuring – Not applicable
- C. Uncollectible Premiums Receivables – Not applicable.
- D. Business Interruption Insurance Recoveries – Not applicable.
- E. State Transferable Tax Credit - Not applicable.
- F. Subprime Mortgage Related Risk Exposure

| NAIC NOTES                                |             |                              |            |             |
|---|-------------|------------------------------|------------|-------------|
|   | Actual Cost | Book/Adjusted Carrying value | Fair Value | OTTI Losses |
| a. Residential mortgage-backed securities | 0           | 0                            | 0          | 0           |
| b. Commercial mortgage-backed securities  |             |                              |            |             |
| c. Collateralized debt obligations        |             |                              |            |             |
| d. Structured securities                  |             |                              |            |             |
| e. Equity investment in SCAs              |             |                              |            |             |
| f. Other assets                           |             |                              |            |             |
| g. Total                                  | 0           | 0                            | 0          | 0           |

Note 22 - Events Subsequent

No significant change.

Note 23 - Reinsurance

No significant change.

## NOTES TO FINANCIAL STATEMENTS

**Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination**

No significant change.

**Note 25 - Change in Incurred Losses and Loss Adjustment Expenses**

No significant change.

**Note 26 - Intercompany Pooling Arrangements**

No significant change.

**Note 27 - Structured Settlements**

Not applicable.

**Note 28 - Health Care Receivables**

No significant change.

**Note 29 - Participating Policies**

No significant change.

**Note 30 - Premium Deficiency Reserves**

No significant change.

**Note 31 - Anticipated Salvage and Subrogation**

No significant change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES  
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:
- 3.1

Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?

Yes ☒ No ☐

If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☐ No ☒
- 3.3

If the response to 3.2 is yes, provide a brief description of those changes.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

| 1<br>Name of Entity | 2<br>NAIC Company Code | 3<br>State of Domicile |
|---------------------|------------------------|------------------------|
|                     |                        |                        |

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes ☐ No ☒ NA ☐

If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/9999
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/9999
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

12/31/9999
- 6.4

By what department or departments?

Maine Insurance Department
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☐ No ☐ NA ☒
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☐ No ☐ NA ☒
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.

- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes ☐ No ☒
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

| 1<br>Affiliate Name | 2<br>Location<br>(City, State) | 3<br>FRB | 4<br>OCC | 5<br>FDIC | 6<br>SEC |
|---------------------|--------------------------------|----------|----------|-----------|----------|
|                     |                                |          |          |           |          |



GENERAL INTERROGATORIES

9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? .....  
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;  
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;  
(c) Compliance with applicable governmental laws, rules and regulations;  
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and  
(e) Accountability for adherence to the code.

Yes [X] No [ ]

9.11

If the response to 9.1 is No, please explain:  
.....

9.2

Has the code of ethics for senior managers been amended? .....

Yes [ ] No [X]

9.21

If the response to 9.2 is Yes, provide information related to amendment(s).  
.....

9.3

Have any provisions of the code of ethics been waived for any of the specified officers? .....

Yes [ ] No [X]

9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).  
.....

FINANCIAL

10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes [ ] No [X]

10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$ .....

INVESTMENT

11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) .....

Yes [ ] No [X]

11.2

If yes, give full and complete information relating thereto:  
.....

12.

Amount of real estate and mortgages held in other invested assets in Schedule BA: .....\$ .....0

13.

Amount of real estate and mortgages held in short-term investments: .....\$ .....0

14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates? .....

Yes [ ] No [X]

14.2

If yes, please complete the following:

|   | 1   | 2  |
|---|---|--|
|   | Prior Year-End<br>Book/Adjusted<br>Carrying Value | Current Quarter<br>Book/Adjusted<br>Carrying Value |
| 14.21 Bonds .....   | \$ .....  | \$ .....   |
| 14.22 Preferred Stock .....   | \$ .....  | \$ .....   |
| 14.23 Common Stock .....  | \$ .....  | \$ .....   |
| 14.24 Short-Term Investments .....  | \$ .....  | \$ .....   |
| 14.25 Mortgage Loans on Real Estate .....   | \$ .....  | \$ .....   |
| 14.26 All Other .....   | \$ .....  | \$ .....   |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates<br>(Subtotal Lines 14.21 to 14.26)..... | \$ .....0   | \$ .....0  |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26<br>above .....                      | \$ .....  | \$ .....   |

15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB? .....

Yes [ ] No [X]

15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? .....

Yes [ ] No [ ]

If no, attach a description with this statement.

GENERAL INTERROGATORIES

- 16 For the reporting entity’s security lending program, state the amount of the following as of the current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

16.3 Total payable for securities lending reported on the liability page
- \$ .....0

\$ .....0

\$ .....0

17. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity’s offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*? .....

Yes [X] No [ ]

- 17.1 For all agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

| 1                    | 2   |
|----------------------|---|
| Name of Custodian(s) | Custodian Address                                     |
| U.S. Bank NA.....    | 50 S. 16th St, Suite 2000, Philadelphia, PA 19102.... |

- 17.2 For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

| 1       | 2           | 3                       |
|---------|-------------|-------------------------|
| Name(s) | Location(s) | Complete Explanation(s) |
|         |             |                         |

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? .....

Yes [ ] No [X]

- 17.4 If yes, give full and complete information relating thereto:

| 1             | 2             | 3              | 4      |
|---------------|---------------|----------------|--------|
| Old Custodian | New Custodian | Date of Change | Reason |
|               |               |                |        |

- 17.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

| 1                               | 2  | 3                              |
|---------------------------------|--|--------------------------------|
| Central Registration Depository | Name(s)                                  | Address                        |
| 107738.....                     | Goldman Sachs Asset Management , LP..... | 200 West Street, NY 10282..... |

- 18.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed? .....

Yes [X] No [ ]

- 18.2 If no, list exceptions:
- .....

GENERAL INTERROGATORIES  
PART 2 - HEALTH

|     |  |                |
|-----|--|----------------|
| 1.  | Operating Percentages:   |                |
| 1.1 | A&H loss percent.....  | 0.0 %          |
| 1.2 | A&H cost containment percent .....   | 0.0 %          |
| 1.3 | A&H expense percent excluding cost containment expenses.....                               | 0.0 %          |
| 2.1 | Do you act as a custodian for health savings accounts?.....                                | Yes [ ] No [X] |
| 2.2 | If yes, please provide the amount of custodial funds held as of the reporting date.....    | \$             |
| 2.3 | Do you act as an administrator for health savings accounts?.....                           | Yes [ ] No [X] |
| 2.4 | If yes, please provide the balance of the funds administered as of the reporting date..... | \$             |

**STATEMENT AS OF JUNE 30, 2014 OF THE Select Care Of Maine, Inc.**

## SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

[illegible]

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

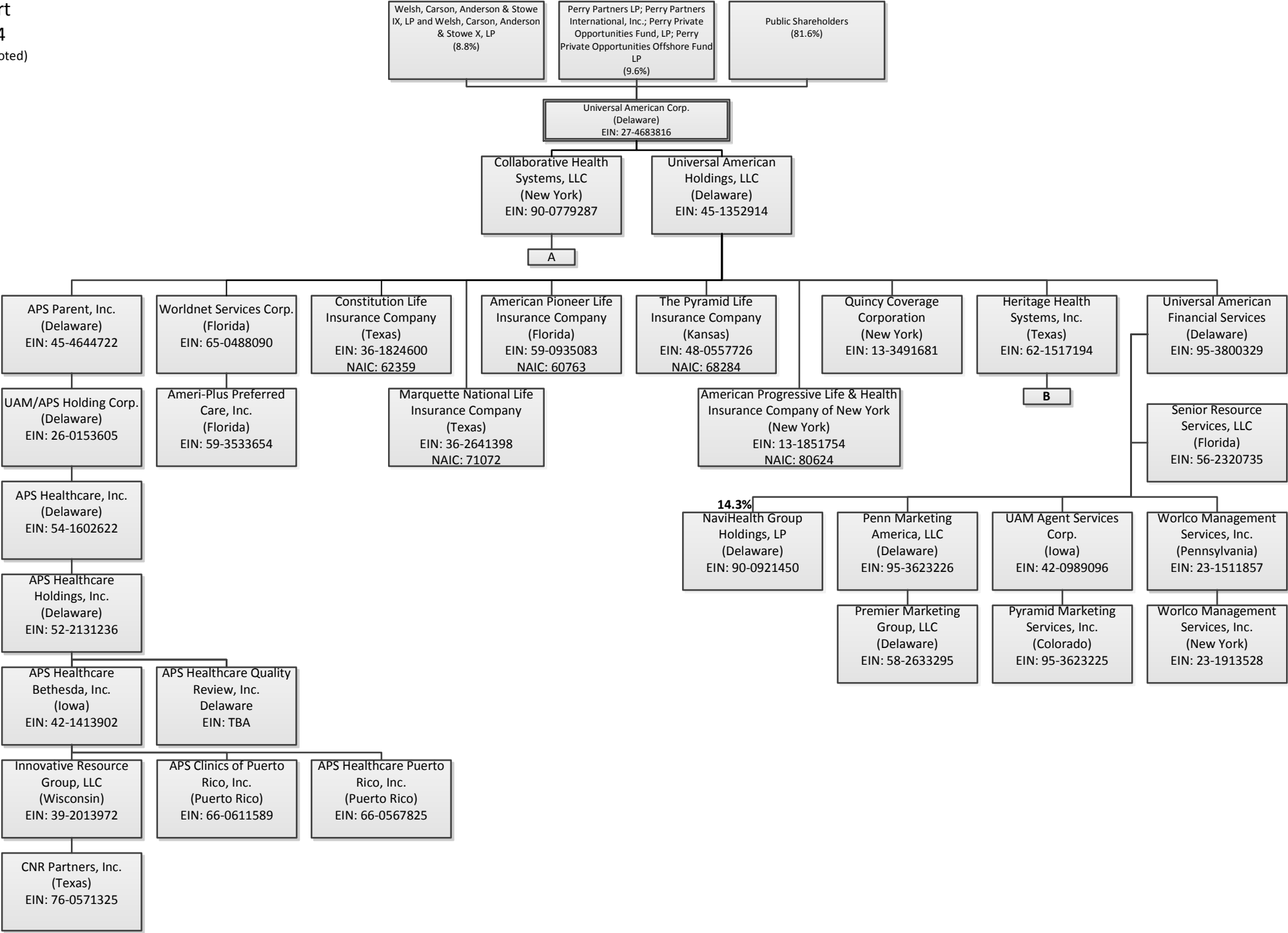
| Current Year to Date - Allocated by States and Territories           |               |                            |                      |                    |  |  |                             |                           |                        |   |
|--|---------------|----------------------------|----------------------|--------------------|--|--|-----------------------------|---------------------------|------------------------|---|
| States, Etc.   | 1             | Direct Business Only       |                      |                    |  |  |                             |                           |                        |   |
|  |               | 2                          | 3                    | 4                  | 5  | 6  | 7                           | 8                         | 9                      |   |
|  | Active Status | Accident & Health Premiums | Medicare Title XVIII | Medicaid Title XIX | Federal Employees Health Benefits Program Premiums | Life & Annuity Premiums & Other Considerations | Property/ Casualty Premiums | Total Columns 2 Through 7 | Deposit-Type Contracts |   |
| 1. Alabama   | AL            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 2. Alaska  | AK            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 3. Arizona   | AZ            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 4. Arkansas  | AR            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 5. California  | CA            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 6. Colorado  | CO            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 7. Connecticut   | CT            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 8. Delaware  | DE            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 9. Dist. Columbia  | DC            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 10. Florida  | FL            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 11. Georgia  | GA            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 12. Hawaii   | HI            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 13. Idaho  | ID            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 14. Illinois   | IL            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 15. Indiana  | IN            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 16. Iowa   | IA            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 17. Kansas   | KS            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 18. Kentucky   | KY            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 19. Louisiana  | LA            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 20. Maine  | ME            | L                          | 0                    |                    |  |  |                             | 0                         |                        |   |
| 21. Maryland   | MD            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 22. Massachusetts  | MA            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 23. Michigan   | MI            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 24. Minnesota  | MN            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 25. Mississippi  | MS            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 26. Missouri   | MO            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 27. Montana  | MT            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 28. Nebraska   | NE            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 29. Nevada   | NV            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 30. New Hampshire  | NH            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 31. New Jersey   | NJ            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 32. New Mexico   | NM            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 33. New York   | NY            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 34. North Carolina   | NC            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 35. North Dakota   | ND            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 36. Ohio   | OH            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 37. Oklahoma   | OK            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 38. Oregon   | OR            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 39. Pennsylvania   | PA            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 40. Rhode Island   | RI            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 41. South Carolina   | SC            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 42. South Dakota   | SD            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 43. Tennessee  | TN            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 44. Texas  | TX            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 45. Utah   | UT            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 46. Vermont  | VT            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 47. Virginia   | VA            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 48. Washington   | WA            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 49. West Virginia  | WV            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 50. Wisconsin  | WI            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 51. Wyoming  | WY            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 52. American Samoa   | AS            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 53. Guam   | GU            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 54. Puerto Rico  | PR            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 55. U.S. Virgin Islands  | VI            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 56. Northern Mariana Islands   | MP            | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 57. Canada   | CAN           | N                          |                      |                    |  |  |                             | 0                         |                        |   |
| 58. Aggregate other alien  | OT            | XXX                        | 0                    | 0                  | 0  | 0  | 0                           | 0                         | 0                      | 0 |
| 59. Subtotal   |               | XXX                        | 0                    | 0                  | 0  | 0  | 0                           | 0                         | 0                      | 0 |
| 60. Reporting entity contributions for Employee Benefit Plans        |               | XXX                        |                      |                    |  |  |                             | 0                         |                        |   |
| 61. Total (Direct Business)  | (a) 1         | 0                          | 0                    | 0                  | 0  | 0  | 0                           | 0                         | 0                      | 0 |
| DETAILS OF WRITE-INS   |               |                            |                      |                    |  |  |                             |                           |                        |   |
| 58001  | XXX           |                            |                      |                    |  |  |                             |                           |                        |   |
| 58002  | XXX           |                            |                      |                    |  |  |                             |                           |                        |   |
| 58003  | XXX           |                            |                      |                    |  |  |                             |                           |                        |   |
| 58998 Summary of remaining write-ins for Line 58 from overflow page. | XXX           | 0                          | 0                    | 0                  | 0  | 0  | 0                           | 0                         | 0                      | 0 |
| 58999 Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)  | XXX           | 0                          | 0                    | 0                  | 0  | 0  | 0                           | 0                         | 0                      | 0 |

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.  
(a) Insert the number of L responses except for Canada and other Alien.

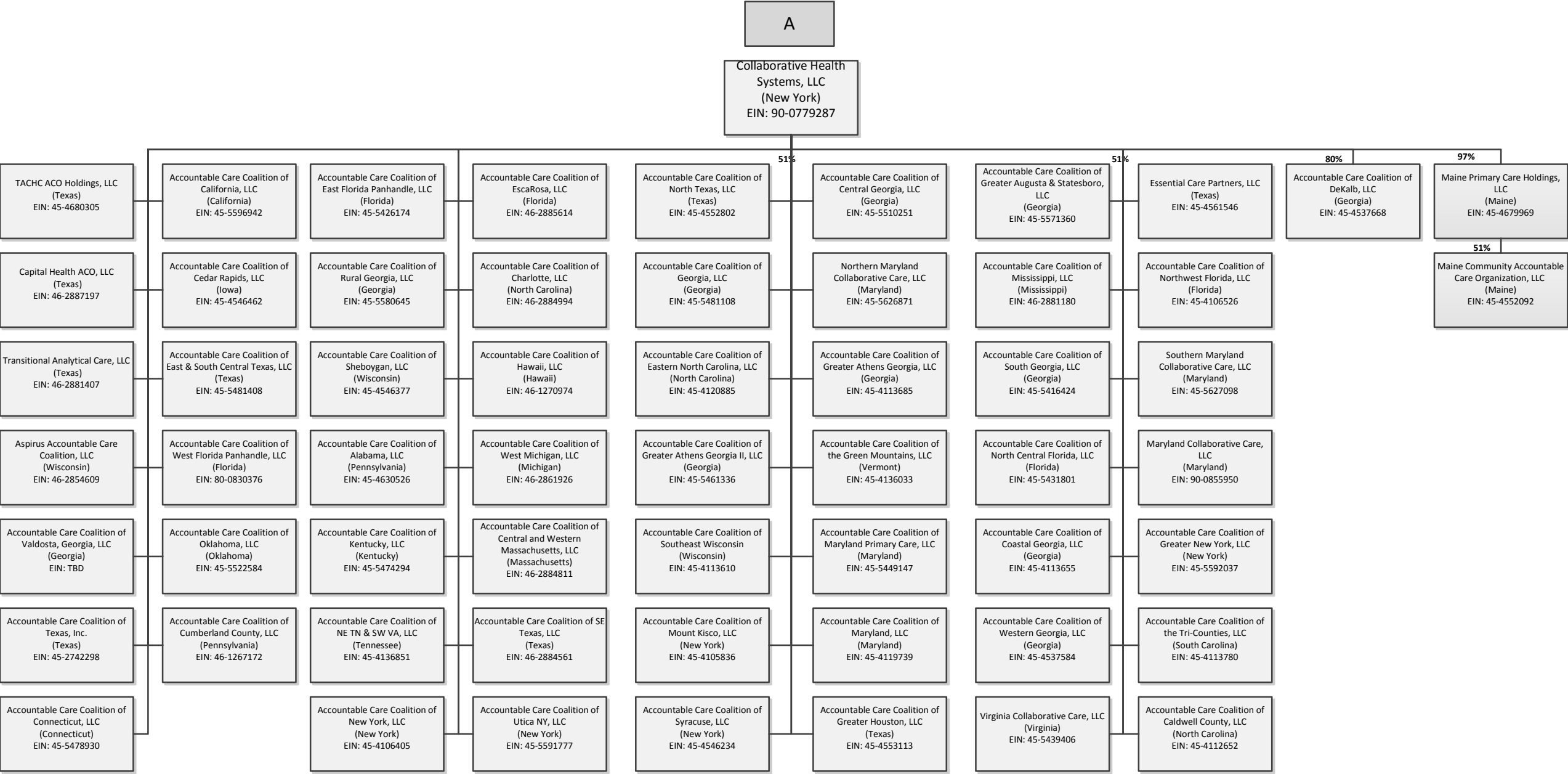
Organizational Chart

As of June 30, 2014

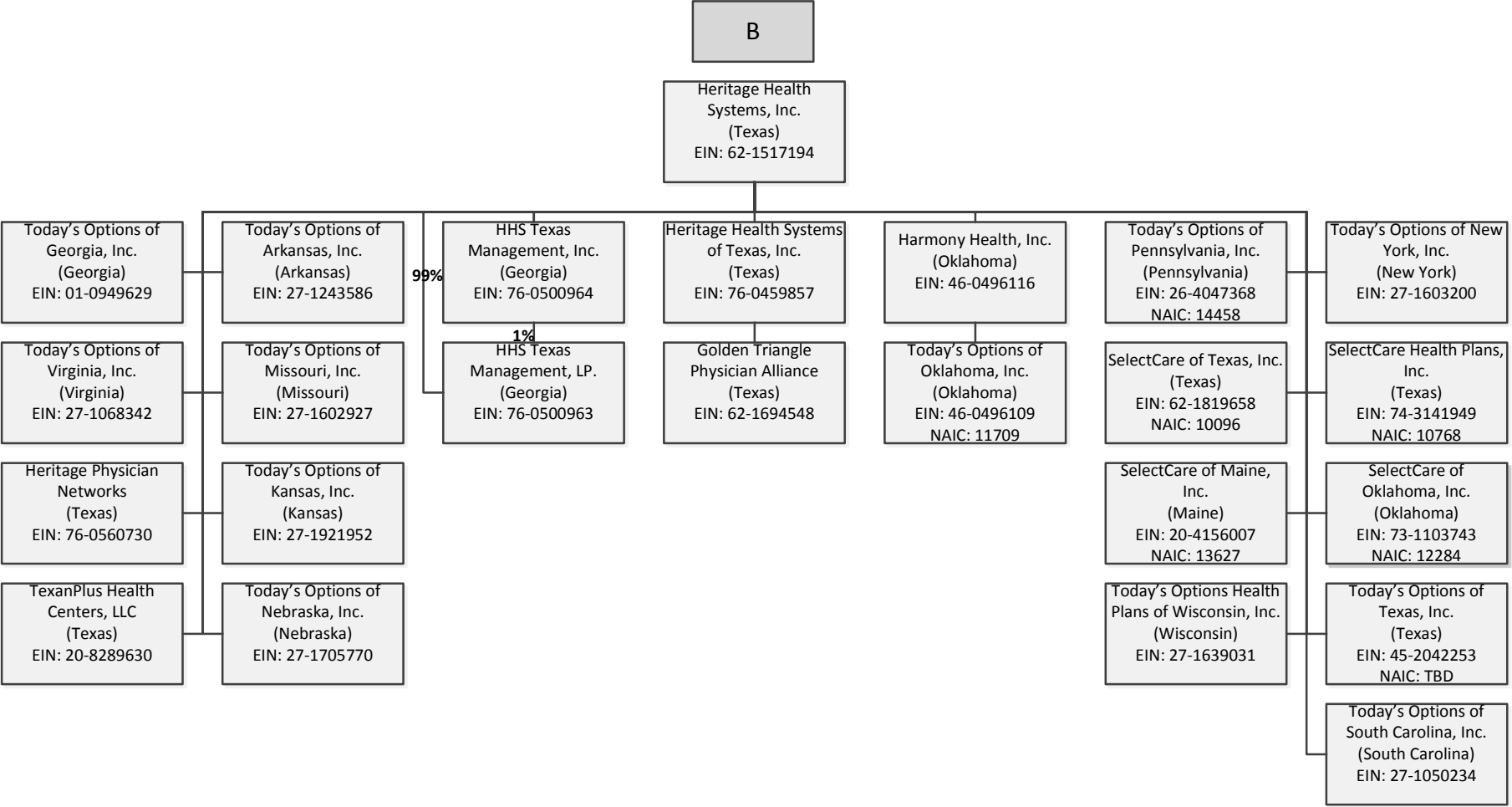
(Ownership is 100% Except as noted)



(Ownership is 100% Except as noted)



(Ownership is 100% Except as noted)





SCHEDULE Y  
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

| 1          | 2                            | 3                 | 4                 | 5            | 6   | 7  | 8  | 9                    | 10                               | 11   | 12   | 13   | 14  | 15 |
|------------|------------------------------|-------------------|-------------------|--------------|-----|--|--|----------------------|----------------------------------|--|--|--|---|----|
| Group Code | Group Name                   | NAIC Company Code | Federal ID Number | Federal RSSD | CIK | Name of Securities Exchange if Publicly Traded (U.S. or International) | Name of Parent Subsidiaries or Affiliates                      | Domiciliary Location | Relationship to Reporting Entity | Directly Controlled by (Name of Entity/Person) | Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other) | If Control is Ownership Provide Percentage | Ultimate Controlling Entity(ies)/ Person(s) | *  |
| 00953..... | Universal American Corp..... | 00000.....        | 27-4683816.....   |              |     | NYSE.....  | Universal American Corp.....                                   | DE.....              | UIP.....                         |  | Board of Directors.....  |  | Board of Directors.....                     |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-4120885.....   |              |     |  | Accountable Care Coalition of Eastern North Carolina, LLC..... | NC.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 51.0.....                                  | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-4112652.....   |              |     |  | Accountable Care Coalition of Caldwell County, LLC.....        | NC.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 51.0.....                                  | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-4113685.....   |              |     |  | Accountable Care Coalition of Greater Athens Georgia, LLC..... | GA.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 51.0.....                                  | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-4113610.....   |              |     |  | Accountable Care Coalition of Southeast Wisconsin, LLC.....    | WI.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 51.0.....                                  | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-4119739.....   |              |     |  | Accountable Care Coalition of Maryland, LLC.....               | MD.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 51.0.....                                  | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-4113655.....   |              |     |  | Accountable Care Coalition of Coastal Georgia, LLC.....        | GA.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 51.0.....                                  | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-4113780.....   |              |     |  | Accountable Care Coalition of the Tri-Counties, LLC.....       | SC.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 51.0.....                                  | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-4106405.....   |              |     |  | Accountable Care Coalition of New York, LLC.....               | NY.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-4106526.....   |              |     |  | Accountable Care Coalition of Northwest Florida, LLC.....      | FL.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 51.0.....                                  | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-4105836.....   |              |     |  | Accountable Care Coalition of Mount Kisco, LLC.....            | NY.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 51.0.....                                  | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-2742298.....   |              |     |  | Accountable Care Coalition of Texas Inc.....                   | TX.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-4136851.....   |              |     |  | Accountable Care Coalition of NE TN and SW VA, LLC.....        | TN.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-4136033.....   |              |     |  | Accountable Care Coalition of the Green Mountains, LLC.....    | VT.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 51.0.....                                  | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 60763.....        | 59-0935083.....   |              |     |  | American Pioneer Life Insurance Company.....                   | FL.....              | IA.....                          | Universal American Holdings, LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 80624.....        | 13-1851754.....   |              |     |  | American Progressive Life & Health Ins Co of NY.....           | NY.....              | IA.....                          | Universal American Holdings, LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 59-3533654.....   |              |     |  | Ameri-Plus Preferred Care, Inc.....                            | FL.....              | NIA.....                         | Worldnet Services Corp.....                    | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 90-0779287.....   |              |     |  | Collaborative Health Systems, LLC.....                         | NY.....              | NIA.....                         | Universal American Corp.....                   | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 62359.....        | 36-1824600.....   |              |     |  | Constitution Life Insurance Company.....                       | TX.....              | IA.....                          | Universal American Holdings, LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 62-1694548.....   |              |     |  | Golden Triangle Physician Alliance.....                        | TX.....              | NIA.....                         | Heritages Health Systems of Texas Inc.....     | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 46-0496116.....   |              |     |  | Harmony Health, Inc.....                                       | OK.....              | NIA.....                         | Heritage Health Systems, Inc.....              | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 76-0459857.....   |              |     |  | Heritage Health Systems of Texas, Inc.....                     | TX.....              | NIA.....                         | Heritage Health Systems, Inc.....              | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 62-1517194.....   |              |     |  | Heritage Health Systems, Inc.....                              | TX.....              | NIA.....                         | Universal American Corp.....                   | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 76-0560730.....   |              |     |  | Heritage Physician Networks.....                               | TX.....              | NIA.....                         | Heritage Health Systems, Inc.....              | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |

SCHEDULE Y  
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

| 1          | 2                            | 3                 | 4                 | 5            | 6   | 7  | 8  | 9                    | 10                               | 11   | 12   | 13   | 14  | 15 |
|------------|------------------------------|-------------------|-------------------|--------------|-----|--|--|----------------------|----------------------------------|--|--|--|---|----|
| Group Code | Group Name                   | NAIC Company Code | Federal ID Number | Federal RSSD | CIK | Name of Securities Exchange if Publicly Traded (U.S. or International) | Name of Parent Subsidiaries or Affiliates      | Domiciliary Location | Relationship to Reporting Entity | Directly Controlled by (Name of Entity/Person) | Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other) | If Control is Ownership Provide Percentage | Ultimate Controlling Entity(ies)/ Person(s) | *  |
| 00953..... | Universal American Corp..... | 00000.....        | 76-0500964.....   |              |     |  | HHS Texas Management, Inc.....                 | GA.....              | NIA.....                         | Heritage Health Systems, Inc.....              | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 76-0500963.....   |              |     |  | HHS Texas Management, LP.....                  | GA.....              | NIA.....                         | Heritage Health Systems, Inc.....              | Management.....  | 99.0.....                                  | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 71072.....        | 36-2641398.....   |              |     |  | Marquette National Life Insurance Company..... | TX.....              | IA.....                          | Universal American Holdings, LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 95-3623226.....   |              |     |  | Penn Marketing America, LLC.....               | DE.....              | NIA.....                         | Universal American Financial Services.....     | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 58-2633295.....   |              |     |  | Premier Marketing Group, LLC.....              | DE.....              | NIA.....                         | Penn Marketing America, LLC.....               | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 68284.....        | 48-0557726.....   |              |     |  | The Pyramid Life Insurance Co.....             | KS.....              | IA.....                          | Universal American Holdings, LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 95-3623225.....   |              |     |  | Pyramid Marketing Services, Inc.....           | CO.....              | NIA.....                         | UAM Agent Services Corp.....                   | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 13-3491681.....   |              |     |  | Quincy Coverage Corp.....                      | NY.....              | NIA.....                         | Universal American Holdings, LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 10768.....        | 74-3141949.....   |              |     |  | SelectCare Health Plans, Inc.....              | TX.....              | IA.....                          | Heritage Health Systems, Inc.....              | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 13627.....        | 20-4156007.....   |              |     |  | SelectCare of Maine, Inc.....                  | ME.....              | IA.....                          | Heritage Health Systems, Inc.....              | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 12284.....        | 73-1103743.....   |              |     |  | SelectCare of Oklahoma, Inc.....               | OK.....              | IA.....                          | Heritage Health Systems, Inc.....              | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 10096.....        | 62-1819658.....   |              |     |  | SelectCare of Texas, Inc.....                  | TX.....              | IA.....                          | Heritage Health Systems, Inc.....              | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 56-2320735.....   |              |     |  | Senior Resource Services LLC.....              | FL.....              | NIA.....                         | Universal American Financial Services.....     | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 20-8289630.....   |              |     |  | TexanPlus Health Centers, LLC.....             | TX.....              | NIA.....                         | Heritage Health Systems, Inc.....              | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 27-1243586.....   |              |     |  | Today's Options of Arkansas, Inc.....          | AR.....              | NIA.....                         | Heritage Health Systems, Inc.....              | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 01-0949629.....   |              |     |  | Today's Options of Georgia, Inc.....           | GA.....              | NIA.....                         | Heritage Health Systems, Inc.....              | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 27-1921952.....   |              |     |  | Today's Options of Kansas, Inc.....            | KS.....              | NIA.....                         | Heritage Health Systems, Inc.....              | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 27-1602927.....   |              |     |  | Today's Options of Missouri, Inc.....          | MO.....              | NIA.....                         | Heritage Health Systems, Inc.....              | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 27-1705770.....   |              |     |  | Today's Options of Nebraska, Inc.....          | NE.....              | NIA.....                         | Heritage Health Systems, Inc.....              | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 27-1603200.....   |              |     |  | Today's Options of New York, Inc.....          | NY.....              | NIA.....                         | Heritage Health Systems, Inc.....              | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 11709.....        | 46-0496109.....   |              |     |  | Today's Options of Oklahoma, Inc.....          | OK.....              | IA.....                          | Harmony Health Inc.....                        | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 14458.....        | 26-4047368.....   |              |     |  | Today's Options of Pennsylvania, Inc.....      | PA.....              | IA.....                          | Heritage Health Systems, Inc.....              | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 27-1050234.....   |              |     |  | Today's Options of South Carolina, Inc.....    | SC.....              | NIA.....                         | Heritage Health Systems, Inc.....              | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-2042253.....   |              |     |  | Today's Options of Texas, Inc.....             | TX.....              | NIA.....                         | Heritage Health Systems, Inc.....              | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |

SCHEDULE Y  
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

| 1          | 2                            | 3                 | 4                 | 5            | 6   | 7  | 8  | 9                    | 10                               | 11   | 12   | 13   | 14  | 15 |
|------------|------------------------------|-------------------|-------------------|--------------|-----|--|--|----------------------|----------------------------------|--|--|--|---|----|
| Group Code | Group Name                   | NAIC Company Code | Federal ID Number | Federal RSSD | CIK | Name of Securities Exchange if Publicly Traded (U.S. or International) | Name of Parent Subsidiaries or Affiliates                            | Domiciliary Location | Relationship to Reporting Entity | Directly Controlled by (Name of Entity/Person) | Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other) | If Control is Ownership Provide Percentage | Ultimate Controlling Entity(ies)/ Person(s) | *  |
| 00953..... | Universal American Corp..... | 00000.....        | 27-1068342.....   |              |     |  | Today's Options of Virginia, Inc.....                                | VA.....              | NIA.....                         | Heritage Health Systems, Inc.....              | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 27-1639031.....   |              |     |  | Today's Options Health Plans of Wisconsin, Inc.....                  | WI.....              | NIA.....                         | Heritage Health Systems, Inc.....              | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-1352914.....   |              |     |  | Universal American Holdings LLC.....                                 | DE.....              | UDP.....                         | Universal American Corp.....                   | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 42-0989096.....   |              |     |  | UAM Agent Services Corp.....   | IA.....              | NIA.....                         | Universal American Financial Services.....     | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 95-3800329.....   |              |     |  | Universal American Financial Services, Inc.....                      | DE.....              | NIA.....                         | Universal American Holdings, LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 23-1913528.....   |              |     |  | Worlco Management Services, Inc (NY).....                            | NY.....              | NIA.....                         | Worlco Mangement Services.....                 | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 23-1511857.....   |              |     |  | Worlco Management Services, Inc (PA).....                            | PA.....              | NIA.....                         | Universal American Financial Services.....     | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 65-0488090.....   |              |     |  | WorldNet Services Corp.....  | FL.....              | NIA.....                         | Universal American Holdings, LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-4679969.....   |              |     |  | Maine Primary Care Holdings.....                                     | ME.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 97.0.....                                  | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-4552092.....   |              |     |  | Maine Community Accountable Care Organizaation LLC.....              | ME.....              | NIA.....                         | Maine Primary Care Holdings, LLC.....          | Management.....  | 51.0.....                                  | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-4552802.....   |              |     |  | Accountable Care Coalition of North Texas, LLC?(Texas).....          | TX.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 51.0.....                                  | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-4546234.....   |              |     |  | Accountable Care Coalition of Syracuse, LLC.....                     | NY.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 51.0.....                                  | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-4537668.....   |              |     |  | Accountable Care Coalition of DeKalb, LLC.....                       | GA.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 80.0.....                                  | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-4553113.....   |              |     |  | Accountable Care Coalition of North Houston, LLC.....                | TX.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-4546462.....   |              |     |  | Accountable Care Coalition of Cedar Rapids, LLC?(Iowa).....          | IA.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-4537584.....   |              |     |  | Accountable Care Coalition of Western Georgia, LLC.....              | GA.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 51.0.....                                  | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-4630526.....   |              |     |  | Accountable Care Coalition of Alabama, LLC.....                      | PA.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-4680305.....   |              |     |  | TACHC ACO Holdings, LLC.....   | TX.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-4561546.....   |              |     |  | Essential Care Partners, LLC.....                                    | TX.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 51.0.....                                  | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-5596942.....   |              |     |  | Accountable Care Coalition of California, LLC.....                   | CA.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-5510251.....   |              |     |  | Accountable Care Coalition of Central Georgia, LLC.....              | GA.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 51.0.....                                  | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-5439406.....   |              |     |  | Virginia Collaborative Care, LLC.....                                | VA.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 51.0.....                                  | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-5571360.....   |              |     |  | Accountable Care Coalition of Greater Augusta & Statesboro, LLC..... | GA.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 51.0.....                                  | Universal American Corp.....                |    |

SCHEDULE Y  
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

| 1          | 2                            | 3                 | 4                 | 5            | 6   | 7  | 8  | 9                    | 10                               | 11   | 12   | 13   | 14  | 15 |
|------------|------------------------------|-------------------|-------------------|--------------|-----|--|--|----------------------|----------------------------------|--|--|--|---|----|
| Group Code | Group Name                   | NAIC Company Code | Federal ID Number | Federal RSSD | CIK | Name of Securities Exchange if Publicly Traded (U.S. or International) | Name of Parent Subsidiaries or Affiliates                          | Domiciliary Location | Relationship to Reporting Entity | Directly Controlled by (Name of Entity/Person) | Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other) | If Control is Ownership Provide Percentage | Ultimate Controlling Entity(ies)/ Person(s) | *  |
| 00953..... | Universal American Corp..... | 00000.....        | 45-5522584.....   |              |     |  | Accountable Care Coalition of Oklahoma, LLC.....                   | OK.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-5481108.....   |              |     |  | Accountable Care Coalition of Georgia, LLC.....                    | GA.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 51.0.....                                  | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 90-0855950.....   |              |     |  | Maryland Collaborative Care, LLC.....                              | MD.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 51.0.....                                  | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-5449147.....   |              |     |  | Accountable Care Coalition of Maryland Primary Care, LLC.....      | MD.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-5474294.....   |              |     |  | Accountable Care Coalition of Kentucky, LLC.....                   | KY.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-5461336.....   |              |     |  | Accountable Care Coalition of Greater Athens Georgia II, LLC.....  | GA.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 51.0.....                                  | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-5481408.....   |              |     |  | Accountable Care Coalition of East & South Central Texas, LLC..... | TX.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-5478930.....   |              |     |  | Accountable Care Coalition of Connecticut, LLC.....                | CT.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-5431801.....   |              |     |  | Accountable Care Coalition of North Central Florida – LLC.....     | FL.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 51.0.....                                  | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-5426174.....   |              |     |  | Accountable Care Coalition of East Florida Panhandle, LLC.....     | FL.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-5416424.....   |              |     |  | Accountable Care Coalition of Rural Georgia, LLC.....              | GA.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 51.0.....                                  | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 80-0830376.....   |              |     |  | Accountable Care Coalition of West Florida Panhandle, LLC.....     | FL.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 66-0611589.....   |              |     |  | APS Clinics of Puerto Rico, Inc.....                               | PR.....              | NIA.....                         | APS Healthcare Bethesda, Inc.....              | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 66-0567825.....   |              |     |  | APS Healthcare Puerto Rico, Inc.....                               | PR.....              | NIA.....                         | APS Healthcare Bethesda, Inc.....              | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 42-1413902.....   |              |     |  | APS Healthcare Bethesda, Inc.....                                  | IA.....              | NIA.....                         | APS Healthcare Holdings, Inc.....              | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 52-2131236.....   |              |     |  | APS Healthcare Holdings, Inc.....                                  | DE.....              | NIA.....                         | APS Healthcare, Inc.....                       | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 54-1602622.....   |              |     |  | APS Healthcare, Inc.....   | DE.....              | NIA.....                         | UAM/APS Holding Corp.....                      | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-4644722.....   |              |     |  | APS Parent, Inc.....   | DE.....              | NIA.....                         | Universal American Holdings, LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 26-0153605.....   |              |     |  | UAM/APS Holding Corp.....  | DE.....              | NIA.....                         | APS Parent, Inc.....                           | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 76-0571325.....   |              |     |  | CNR Partners, Inc.....   | TX.....              | NIA.....                         | Innovative Resource Group, LLC.....            | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 39-2013972.....   |              |     |  | Innovative Resource Group, LLC.....                                | WI.....              | NIA.....                         | APS Healthcare Bethesda, Inc.....              | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-4546377.....   |              |     |  | Accountable Care Coalition of Sheboygan, LLC.....                  | WI.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-5627098.....   |              |     |  | Southern Maryland Collaborative Care, LLC.....                     | MD.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 51.0.....                                  | Universal American Corp.....                |    |
| 00953..... | Universal American Corp..... | 00000.....        | 45-5626871.....   |              |     |  | Northern Maryland Collaborative Care, LLC.....                     | MD.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 51.0.....                                  | Universal American Corp.....                |    |

SCHEDULE Y  
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

| 1          | 2                            | 3                 | 4                 | 5            | 6   | 7  | 8   | 9                    | 10                               | 11   | 12   | 13   | 14  | 15     |
|------------|------------------------------|-------------------|-------------------|--------------|-----|--|---|----------------------|----------------------------------|--|--|--|---|--------|
| Group Code | Group Name                   | NAIC Company Code | Federal ID Number | Federal RSSD | CIK | Name of Securities Exchange if Publicly Traded (U.S. or International) | Name of Parent Subsidiaries or Affiliates                                 | Domiciliary Location | Relationship to Reporting Entity | Directly Controlled by (Name of Entity/Person) | Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other) | If Control is Ownership Provide Percentage | Ultimate Controlling Entity(ies)/ Person(s) | *      |
| 00953..... | Universal American Corp..... | 00000.....        | 90-0921450.....   |              |     |  | NaviHealth Group Holdings, LP   | DE.....              | NIA.....                         | Universal American Financial Services.....     | Management.....  | 14.3.....                                  | Universal American Corp.....                |        |
| 00953..... | Universal American Corp..... | 00000.....        | 45-5591777.....   |              |     |  | Accountable Care Coalition of Utica, NY, LLC.....                         | TX.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |        |
| 00953..... | Universal American Corp..... | 00000.....        | 46-1267172.....   |              |     |  | Accountable Care Coalition of Cumberland County, LLC.....                 | PA.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |        |
| 00953..... | Universal American Corp..... | 00000.....        | 46-1270974.....   |              |     |  | Accountable Care Coalition of Hawaii, LLC.....                            | HI.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |        |
| 00953..... | Universal American Corp..... | 00000.....        | 46-2854609.....   |              |     |  | Aspirus Accountable Care Coalition, LLC.....                              | WI.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |        |
| 00953..... | Universal American Corp..... | 00000.....        | 46-2884811.....   |              |     |  | Accountable Care Coalition of Central and Western Massachusetts, LLC..... | MA.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |        |
| 00953..... | Universal American Corp..... | 00000.....        | 45-5592037.....   |              |     |  | Accountable Care Coalition of Greater New York, LLC.....                  | NY.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |        |
| 00953..... | Universal American Corp..... | 00000.....        | 45-5580645.....   |              |     |  | Accountable Care Coalition of Rural Georgia, LLC.....                     | GA.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |        |
| 00953..... | Universal American Corp..... | 00000.....        | 46-2861926.....   |              |     |  | Accountable Care Coalition of West Michigan, LLC.....                     | MI.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |        |
| 00953..... | Universal American Corp..... | 00000.....        | 46-2881180.....   |              |     |  | Accountable Care Coalition of Mississippi, LLC.....                       | MS.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |        |
| 00953..... | Universal American Corp..... | 00000.....        | 46-2881407.....   |              |     |  | Transitional Analytical Care, LLC.....                                    | TX.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |        |
| 00953..... | Universal American Corp..... | 00000.....        | 46-2884561.....   |              |     |  | Accountable Care Coalition of SE Texas, LLC.....                          | TX.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |        |
| 00953..... | Universal American Corp..... | 00000.....        | 46-2884994.....   |              |     |  | Accountable Care Coalition of Charlotte, LLC.....                         | NC.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |        |
| 00953..... | Universal American Corp..... | 00000.....        | 46-2885614.....   |              |     |  | Accountable Care Coalition of EscaRosa, LLC.....                          | FL.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |        |
| 00953..... | Universal American Corp..... | 00000.....        | 46-2887197.....   |              |     |  | Capital Health ACO, LLC.....  | TX.....              | NIA.....                         | Collaborative Health Systems LLC.....          | Management.....  | 100.0.....                                 | Universal American Corp.....                |        |
| 00953..... | Universal American Corp..... | 00000.....        | 99-9999999.....   |              |     |  | APS Healthcare Quality Review, Inc.....                                   |                      | NIA.....                         | APS Healthcare Bethesda, Inc.....              | Management.....  | 100.0.....                                 | Universal American Corp.....                |        |
| 00953..... | Universal American Corp..... | 00000.....        | 99-9999999.....   |              |     |  | Accountable Care Coalition of Valdosta, Georgia, LLC.....                 |                      | NIA.....                         | APS Healthcare Bethesda, Inc.....              | Management.....  | 100.0.....                                 | Universal American Corp.....                |        |
|            |                              |                   |                   |              |     |  |   |                      |                                  |  |  | 0.0.....                                   |   | 0..... |
|            |                              |                   |                   |              |     |  |   |                      |                                  |  |  | 0.0.....                                   |   | 0..... |
|            |                              |                   |                   |              |     |  |   |                      |                                  |  |  | 0.0.....                                   |   | 0..... |
|            |                              |                   |                   |              |     |  |   |                      |                                  |  |  | 0.0.....                                   |   | 0..... |

|          |             |
|----------|-------------|
| Asterisk | Explanation |
|          |             |

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

.....NO.....

Explanation:

1.

Bar Code:

1.



**OVERFLOW PAGE FOR WRITE-INS**

SCHEDULE A – VERIFICATION

Real Estate

|  | 1            | 2                               |
|--|--------------|---------------------------------|
|  | Year To Date | Prior Year Ended<br>December 31 |
| 1. Book/adjusted carrying value, December 31 of prior year .....                           | 0            | 0                               |
| 2. Cost of acquired:   |              |                                 |
| 2.1 Actual cost at time of acquisition .....   |              | 0                               |
| 2.2 Additional investment made after acquisition .....                                     |              | 0                               |
| 3. Current year change in encumbrances .....   |              | 0                               |
| 4. Total gain (loss) on disposals .....  |              | 0                               |
| 5. Deduct amounts received on disposals .....  |              | 0                               |
| 6. Total foreign exchange change in book/adjusted carrying value .....                     |              | 0                               |
| 7. Deduct current year's other-than-temporary impairment recognized .....                  |              | 0                               |
| 8. Deduct current year's depreciation .....  |              | 0                               |
| 9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8) ..... | 0            | 0                               |
| 10. Deduct total nonadmitted amounts .....   | 0            | 0                               |
| 11. Statement value at end of current period (Line 9 minus Line 10) .....                  | 0            | 0                               |

SCHEDULE B – VERIFICATION

Mortgage Loans

|   | 1            | 2                               |
|---|--------------|---------------------------------|
|   | Year To Date | Prior Year Ended<br>December 31 |
| 1. Book value/recorded investment excluding accrued interest, December 31 of prior year .....                             | 0            | 0                               |
| 2. Cost of acquired:  |              |                                 |
| 2.1 Actual cost at time of acquisition .....  |              | 0                               |
| 2.2 Additional investment made after acquisition .....  |              | 0                               |
| 3. Capitalized deferred interest and other .....  |              | 0                               |
| 4. Accrual of discount .....  |              | 0                               |
| 5. Unrealized valuation increase (decrease) .....   |              | 0                               |
| 6. Total gain (loss) on disposals .....   |              | 0                               |
| 7. Deduct amounts received on disposals .....   |              | 0                               |
| 8. Deduct amortization of premium and mortgage interest points and commitment fees .....                                  |              | 0                               |
| 9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....                       |              | 0                               |
| 10. Deduct current year's other-than-temporary impairment recognized .....  |              | 0                               |
| 11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) ..... | 0            | 0                               |
| 12. Total valuation allowance .....   |              | 0                               |
| 13. Subtotal (Line 11 plus Line 12) .....   | 0            | 0                               |
| 14. Deduct total nonadmitted amounts .....  | 0            | 0                               |
| 15. Statement value at end of current period (Line 13 minus Line 14) .....  | 0            | 0                               |

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

|  | 1            | 2                               |
|--|--------------|---------------------------------|
|  | Year To Date | Prior Year Ended<br>December 31 |
| 1. Book/adjusted carrying value, December 31 of prior year .....                             | 0            | 0                               |
| 2. Cost of acquired:   |              |                                 |
| 2.1 Actual cost at time of acquisition .....   |              | 0                               |
| 2.2 Additional investment made after acquisition .....                                       |              | 0                               |
| 3. Capitalized deferred interest and other .....   |              | 0                               |
| 4. Accrual of discount .....   |              | 0                               |
| 5. Unrealized valuation increase (decrease) .....  |              | 0                               |
| 6. Total gain (loss) on disposals .....  |              | 0                               |
| 7. Deduct amounts received on disposals .....  |              | 0                               |
| 8. Deduct amortization of premium and depreciation .....                                     |              | 0                               |
| 9. Total foreign exchange change in book/adjusted carrying value .....                       |              | 0                               |
| 10. Deduct current year's other-than-temporary impairment recognized .....                   |              | 0                               |
| 11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) ..... | 0            | 0                               |
| 12. Deduct total nonadmitted amounts .....   | 0            | 0                               |
| 13. Statement value at end of current period (Line 11 minus Line 12) .....                   | 0            | 0                               |

SCHEDULE D – VERIFICATION

Bonds and Stocks

|   | 1            | 2                               |
|---|--------------|---------------------------------|
|   | Year To Date | Prior Year Ended<br>December 31 |
| 1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....      | 998,926      | 1,000,000                       |
| 2. Cost of bonds and stocks acquired .....  |              | 998,828                         |
| 3. Accrual of discount .....  | 293          | 98                              |
| 4. Unrealized valuation increase (decrease) .....   |              | 0                               |
| 5. Total gain (loss) on disposals .....   |              | 0                               |
| 6. Deduct consideration for bonds and stocks disposed of .....                            |              | 1,000,000                       |
| 7. Deduct amortization of premium .....   |              | 0                               |
| 8. Total foreign exchange change in book/adjusted carrying value .....                    |              | 0                               |
| 9. Deduct current year's other-than-temporary impairment recognized .....                 |              | 0                               |
| 10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) ..... | 999,219      | 998,926                         |
| 11. Deduct total nonadmitted amounts .....  | 0            | 0                               |
| 12. Statement value at end of current period (Line 10 minus Line 11) .....                | 999,219      | 998,926                         |



SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity  
During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

| NAIC Designation                  | 1<br>Book/Adjusted<br>Carrying Value<br>Beginning of<br>Current Quarter | 2<br>Acquisitions<br>During<br>Current Quarter | 3<br>Dispositions<br>During<br>Current Quarter | 4<br>Non-Trading<br>Activity<br>During<br>Current Quarter | 5<br>Book/Adjusted<br>Carrying Value<br>End of<br>First Quarter | 6<br>Book/Adjusted<br>Carrying Value<br>End of<br>Second Quarter | 7<br>Book/Adjusted<br>Carrying Value<br>End of<br>Third Quarter | 8<br>Book/Adjusted<br>Carrying Value<br>December 31<br>Prior Year |
|-----------------------------------|---|--|--|---|---|--|---|---|
| <b>BONDS</b>                      |   |  |  |   |   |  |   |   |
| 1. NAIC 1 (a).....                | 1,521,660   | 1,263  | 50   | 147   | 1,521,660   | 1,523,020  | 0   | 1,526,220   |
| 2. NAIC 2 (a).....                | 0   |  |  |   | 0   | 0  | 0   | 0   |
| 3. NAIC 3 (a).....                | 0   |  |  |   | 0   | 0  | 0   | 0   |
| 4. NAIC 4 (a).....                | 0   |  |  |   | 0   | 0  | 0   | 0   |
| 5. NAIC 5 (a).....                | 0   |  |  |   | 0   | 0  | 0   | 0   |
| 6. NAIC 6 (a).....                | 0   |  |  |   | 0   | 0  | 0   | 0   |
| 7. Total Bonds                    | 1,521,660   | 1,263  | 50   | 147   | 1,521,660   | 1,523,020  | 0   | 1,526,220   |
| <b>PREFERRED STOCK</b>            |   |  |  |   |   |  |   |   |
| 8. NAIC 1 .....                   | 0   |  |  |   | 0   | 0  | 0   | 0   |
| 9. NAIC 2 .....                   | 0   |  |  |   | 0   | 0  | 0   | 0   |
| 10. NAIC 3 .....                  | 0   |  |  |   | 0   | 0  | 0   | 0   |
| 11. NAIC 4 .....                  | 0   |  |  |   | 0   | 0  | 0   | 0   |
| 12. NAIC 5 .....                  | 0   |  |  |   | 0   | 0  | 0   | 0   |
| 13. NAIC 6 .....                  | 0   |  |  |   | 0   | 0  | 0   | 0   |
| 14. Total Preferred Stock.....    | 0   | 0  | 0  | 0   | 0   | 0  | 0   | 0   |
| 15. Total Bonds & Preferred Stock | 1,521,660   | 1,263  | 50   | 147   | 1,521,660   | 1,523,020  | 0   | 1,526,220   |

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ ..... ; NAIC 2 \$ ..... ;  
NAIC 3 \$ ..... ; NAIC 4 \$ ..... ; NAIC 5 \$ ..... ; NAIC 6 \$ .....

SCHEDULE DA - PART 1  
Short-Term Investments

|         | 1                               | 2         | 3           | 4                                  | 5  |
|---------|---------------------------------|-----------|-------------|------------------------------------|--|
|         | Book/Adjusted<br>Carrying Value | Par Value | Actual Cost | Interest Collected<br>Year To Date | Paid for Accrued<br>Interest<br>Year To Date |
| 9199999 | 523,802                         | XXX       | 523,802     |                                    |  |

SCHEDULE DA - VERIFICATION  
Short-Term Investments

|  | 1            | 2                               |
|--|--------------|---------------------------------|
|  | Year To Date | Prior Year<br>Ended December 31 |
| 1. Book/adjusted carrying value, December 31 of prior year.....                          | 527,294      | 524,803                         |
| 2. Cost of short-term investments acquired .....   | 1,278        | 1,002,555                       |
| 3. Accrual of discount .....   |              | 0                               |
| 4. Unrealized valuation increase (decrease).....   |              | 0                               |
| 5. Total gain (loss) on disposals .....  |              | 0                               |
| 6. Deduct consideration received on disposals .....                                      | 4,771        | 1,000,064                       |
| 7. Deduct amortization of premium.....   |              | 0                               |
| 8. Total foreign exchange change in book/adjusted carrying value.....                    |              | 0                               |
| 9. Deduct current year's other-than-temporary impairment recognized.....                 |              | 0                               |
| 10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)..... | 523,801      | 527,294                         |
| 11. Deduct total nonadmitted amounts.....  |              | 0                               |
| 12. Statement value at end of current period (Line 10 minus Line 11)                     | 523,801      | 527,294                         |

Schedule DB - Part A - Verification

NONE

Schedule DB - Part B - Verification

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Verification

NONE

Schedule E - Verification

NONE

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

Schedule D - Part 3

NONE

Schedule D - Part 4

NONE

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

Schedule DB - Part D - Section 2

NONE

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

Schedule E - Part 1

NONE

Schedule E - Part 2

NONE